

CR2E03101951



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 13, 1997

MIKE WYLIE
1901 N. DIXIE HIGHWAY
POMPANO BEACH, FL 33060

~~SUBJECT: MR. TOMS AUTO AIR~~
Ref. Number: W97000013866

Tijuana Wood inc

We have received your document for MR. TOMS AUTO AIR and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Bylaws are not filed with this office. Please retain them for your records.

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 597A00031767

*Everything is here
call if any problems (954) 942-8920*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1997

MIKE WYLIE
1901 N. DIXIE HIGHWAY
POMPANO BEACH, FL 33060

SUBJECT: TIJUANA WOOD INC
Ref. Number: W97000013866

We have received your document for TIJUANA WOOD INC and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

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Brenda Baker
Corporate Specialist

Letter Number: 597A00031767

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT:

Tijuana Wood INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Mike Wylie pres Tijuana Wood INC
Name (Printed or typed)

1901 N Dixie Hwy
Address

Pompano Beach Fla 33060
City, State & Zip

954 942-8920
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

TIJUANA WOOD, INC.

THE UNDERSIGNED, subscribers to these Articles of incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under the provisions of Chapter 621, Florida Statutes, also known as The Professional Service Corporation Act, and other laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is:

TIJUANA WOOD, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- A. This corporation is organized solely for the purpose of selling furniture and accessories.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

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97 JUL 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall be not less than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V
TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE VI
ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 1901 N. Dixie Highway, Pompano Beach, Florida 33060. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Shareholders, but shall never be less than one (1). Directors shall be required to possess the same professional qualifications as Shareholders are required to possess, and shall be required to be Shareholders in this corporation.

Phil Lytle
Signature/Incorporator

6/14/97
Date

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

MIKE WYLIE	1901 N. DIXIE HIGHWAY POMPANO BEACH, FLORIDA 33060
TERESA WYLIE	1901 N. DIXIE HIGHWAY POMPANO BEACH, FLORIDA 33060

ARTICLE IX

SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

MIKE WYLIE	1901 N. DIXIE HIGHWAY POMPANO BEACH, FLORIDA 33060
TERESA WYLIE	1901 N. DIXIE HIGHWAY POMPANO BEACH, FLORIDA 33060

ARTICLE X

VOTING TRUSTS

No Shareholder of this corporation shall enter into a voting

trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all his shares.

ARTICLE XI

CUMULATIVE VOTING FOR DIRECTORS

At all elections of Directors of this corporation, each Shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a single Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XII

CONTRACTS

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any Director of this corporation is interested in, or is a Director or officer of, such other corporation, and any Director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any

Director of this corporation is a party in any way connected with such person, firm, or corporation and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

ARTICLE XIII

REMOVAL OF DIRECTORS

Any Director of this corporation may be removed at any annual or special meeting of the Shareholders by an affirmative vote of two-thirds (2/3) of the Shareholders of this corporation.

ARTICLE XIV

RESTRAINT ON ALIENATION OF SHARES

The Shareholders of this corporation shall have the power to include in the By-Laws, adopted by a majority of the Shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its Shareholders, or in the event of the death of any of its Shareholders. The manner and form, as well as relevant terms, conditions, and details thereof, shall be determined by the Shareholders of this corporation; provided however, that such regulatory or restrictive

provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock, No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a Shareholder of this corporation and such sale of transfer may be made only after the same shall have been approved by the Shareholders at a meeting specifically called for that purpose by an affirmative vote of two-thirds (2/3) of such Shareholders.

ARTICLE XV

ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

- A. This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. This corporation shall have the power to deny to the

holders of the common stock of this corporation any pre-emptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no Shareholder shall have any pre-emptive right to subscribe to any such stock.

- C. This corporation shall have the power, at its option, to purchase and acquire any and all of its shares owned and held by any such Shareholder as should desire to sell, transfer, or otherwise dispose of his shares, in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchases; provided, however, the capital of this corporation is not impaired.
- D. This corporation shall have the power, at its option, to purchase and acquire the shares owned and held by any Shareholder who dies, in accordance with the By-Laws and Shareholders' Agreements adopted by the Shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.
- E. To enter into, for the benefit of its employees; one or more of the following:
 - (1) a pension plan,
 - (2) a profit sharing plan, if such a plan is

not otherwise prohibited by the Code of
Ethics of the Profession,

- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

ARTICLE XVI

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Shareholders are subject to this reservation.

ARTICLE XVII

REGISTERED OFFICE

The address of the registered office of this corporation shall be 1901 N. DIXIE HIGHWAY, POMPANO BEACH, FLORIDA 33060.

ARTICLE XVIII
REGISTERED AGENT

The corporation has designated as its Registered Agent, MIKE WYLIE, who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent


Signature/Registered Agent


Date

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97 JUL 18 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA